

FORM 10. PROOF OF CLAIM

<b>United States Bankruptcy Court</b>	<b>PROOF OF CLAIM</b>
District of Delaware	
In re (Name of Debtor). <b>UBI Liquidating Corp., et al.</b>	Case Number 10-13005 (KJC)
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. ' 503.	
Name of Creditor <i>(The persons or entity to whom the debtor owes money or property)</i> <b>Westgate Mall II, LLC</b> by <b>CBL &amp; Associates Management, Inc., managing agent</b>	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Name and Addresses Where Notices Should Be Sent <b>Gary L. Roddy, Senior Director of Collections</b> <b>CBL &amp; Associates Properties, Inc.</b> <b>CBL Center, Suite 500</b> <b>2030 Hamilton Place Blvd.</b> <b>Chattanooga, TN 37421-6000</b>	
Telephone No. <b>(423) 855-0001</b>	

**RECEIVED**  
**JAN 18 2011**  
**BMC GROUP**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: Store #423, Westgate Mall, Spartanburg, SC	Check here if this claim <input type="checkbox"/> replaces a previously filed claim dated: amends -
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1. Basis For Claim

<input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. ' 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Your social security number _____ Unpaid compensations for services performed _____
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Other (Describe briefly) Shopping Center Lease from to

2. DATE DEBT WAS INCURRED Original Lease dated: <b>September 13, 2006</b>	3. IF COURT JUDGMENT, DATE OBTAINED: NONE
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4. CLASSIFICATION OF CLAIM. Under the bankruptcy Code all claims are classified as one or more of the following (1) Unsecured Nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM.

<input type="checkbox"/> SECURED CLAIM \$ Attach evidence of perfection of security interest Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly)  Amount of arrearage and other charges included in secured claim above, if any  <input checked="" type="checkbox"/> UNSECURED NONPRIORITY CLAIM <b>\$138,898.32</b> A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.	<input checked="" type="checkbox"/> UNSECURED PRIORITY CLAIM <b>\$11,333.95</b> Specify the priority of the claim. <input type="checkbox"/> Wages, salaries, or commissions (up to \$2,000) earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier-11 U.S.C. ' 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan -U.S.C. ' 507 (a)(4) <input type="checkbox"/> Up to \$900 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use- 11 U.S.C. ' 507 (a)(6) <input type="checkbox"/> Taxes or penalties or governmental units- U.S.C. ' 507 (a)(7) <input checked="" type="checkbox"/> Other- 11 U.S.C. " 507 (a)(2), (a)(5)-(Describe briefly) see attached
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5. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED:	<b>\$138,898.32</b> (Unsecured)	<b>\$ 0</b> (Secured)	<b>\$11,333.95</b> (Priority)	<b>\$150,232.27</b> (Total)
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Check this box if claim includes pre-petition charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

6. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.

7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. TIME-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

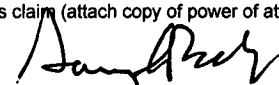
Date <b>January 12, 2011</b>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any).  <b>Gary L. Roddy, Senior Director of Collections</b>
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EXHIBIT "A"--PROOF OF CLAIM

3. That the consideration of this liability is as follows:

(a) By Lease dated September 13, 2006, Claimant, as Landlord, leased unto Debtor, as Tenant, certain premises situated in space #30, Westgate Mall, Spartanburg, SC. The term of said Lease commenced on November 9, 2006 and was to end on January 31, 2012. The Lease obligated Debtor to pay minimum annual rental of Seventy Six Thousand Six Hundred Forty Eight and 00/100 Dollars (\$76,648.00) for years 1-3 and Eighty Thousand One Hundred Thirty Two and 00/100 Dollars (\$80,132.00) for years 4-5, during each year of the lease term, payable in equal monthly installments, in advance, on the first day of each month of said term, plus a certain proportionate share of the cost of maintenance of the common areas of the shopping center, a certain proportionate share of the property taxes levied or assessed against the shopping center, and a certain proportionate share of the cost of insurance on the shopping center, all as additional rent.

(b) The Trustee of Debtor's estate surrendered possession of the leased premises on or about December 24, 2010 when lease was rejected.

(c) At the time of the filing of the petition in this case, Debtor had failed to pay installments of rent and other charges under said Lease, accruing prior to said date, totaling Thirty Five Thousand One Hundred Six and 36/100 Dollars (\$35,106.36).

(d) The Lease has been rejected by the Trustee of the Debtor's estate, and Claimant is injured by such rejection in the amount of One Hundred Three Thousand Seven Hundred Ninety One and 96/100 Dollars (\$103,791.96), which represents the greater of one (1) year's base rent and charges, or 15% of the amount of rent reserved by said Lease for the remainder of the Lease term not exceeding three (3) years.

(e) As to Eleven Thousand Three Hundred Thirty Three and 95/100 Dollars (\$11,333.95), Claimant is entitled to the priority granted by 11 U.S.C. 507 as an administrative expense, such amount being the fair and reasonable value of the Trustee's use and occupancy of the leased premises during the period between September 22, 2010 and December 24, 2010.

(f) The following is a summary of Claimant's claim:

Pre-petition .....	\$35,106.36
Post-petition .....	\$103,791.96
Priority .....	\$11,333.95
<b>TOTAL CLAIM.....</b>	<b>\$150,232.27</b>

**PROOF OF CLAIM**  
 UBI Liquidating Corp., et al.,  
 D/B/A Ashley Stewart #423  
 Mall Name: Westgate Mall  
 Mall Location: Spartanburg, SC  
 Ch. 11 Case #10-13005 (KJC)

<b>PRE-PETITION:</b>			
Bal. on Mar. '10 Rent & Charges		84.02	
Bal. on Apr. '10 Rent & Charges		2,607.63	
Bal. on May '10 Rent & Charges		1,548.64	
June - Aug. '10 Rent & Charges @ \$8,342.18 / mo.		25,026.54	
Sept. 1-21, '10 Rent & Charges @ \$8,342.18 / 30		5,839.53	
	<b>Total</b>		\$35,106.36
<b>POST-PETITION:</b>			
Dec. 25-31, '10 Rent & Charges @ \$8,649.33 / 31		1,953.07	
Dec. '10 Overpayments @ \$54.07 each		-108.14	
Jan. '11 - Jan. '12 Rent & Charges @ \$8,649.33 / mo.		112,441.29	
	<b>Total</b>	114,286.22	
	<b>Times</b>	0.15	
		17,142.93	
One Year's Rent & Charges		103,791.96	
Allowable Post-Petition Rejection Claim			\$103,791.96
<b>ADMINISTRATIVE EXPENSE CLAIM:</b>			
Sept. 22-30, '10 Rent & Charges @ \$8,342.19 / 30		2,502.66	
Bal. on Oct. '10 Rent & Charges		1,067.52	
Bal. on Nov. '10 Rent & Charges		1,067.52	
Dec. 1-24, '10 Rent & Charges @ \$8,649.33 / 31		6,696.26	
	<b>Total</b>		\$11,333.95
	<b>TOTAL CLAIM</b>		\$150,232.27

UBI Liquidating Corp., et al filed Ch.11 bankruptcy on 9/21/10.  
 \*Lease has been rejected effective 12/24/10.  
 Lease Term: 11/9/06 - 1/31/2012.



January 12, 2011

CHARLES B. LEBOVITZ  
Chairman of the Board  
JOHN N. FOY  
Vice Chairman  
of the Board and  
Chief Financial Officer  
STEPHEN D. LEBOVITZ  
President and  
Chief Executive Officer  
BEN S. LANDRESS  
Executive Vice President  
MOSES LEBOVITZ  
(1905-1991)

BMC Group, Inc.  
Attn: Urban Brands Claims Processing  
P.O. Box 3020  
Chanhassen, MN 55317-3020

Re: UBI Liquidating Corp., et al., d/b/a Ashley Stewart - Chapter 11 Case No. 10-13005 (KJC)

Dear Sir/Madam:

Enclosed is our claim in reference to the above bankruptcy matter regarding the location listed below:

Westgate Mall, Spartanburg, SC

We will appreciate your stamping one copy of the claim as being "filed" and returning to us in the enclosed, self-addressed, stamped envelope.

Thank you for your cooperation.

Sincerely,

CBL & ASSOCIATES MANAGEMENT, INC.

Rhonda Majoras  
Secretary

Enclosures